

WILMINGTON TRUST COMPANY
as Trust Administrator and Trustee for the
MOTORS LIQUIDATION COMPANY AVOIDANCE ACTION TRUST

[DATE]

[COMPANY/INDIVIDUAL
NAME AND ADDRESS]

Dear [],

The litigation between the Motors Liquidation Company Avoidance Action Trust (the “AAT”) and JPMorgan Chase Bank, N.A. and other defendants under the Adversary Docket *Motors Liquidation Company Avoidance Action Trust v. JPMorgan Chase Bank, N.A.*, Adv. Pro. No. 09-00504 (the “Term Loan Avoidance Action”), has now been completely and finally resolved in full against all defendants, and all proceeds from settlement of the Term Loan Avoidance Action have been received by the AAT.

Wilmington Trust Company is the trust administrator and trustee for the AAT (in such capacity, the “Trust Administrator”). The Trust Administrator will make distributions to holders of Allowed General Unsecured Claims, as defined in the Fourth Amended and Restated Avoidance Action Trust Agreement (the “AAT Agreement”) and the Second Amended Joint Chapter 11 Plan of Motors Liquidation Company *et al.* (f/k/a General Motors Corporation) (the “Plan”).

The Trust Administrator plans to distribute the net distributable proceeds from the settlement of the Term Loan Avoidance Action to holders of Allowed General Unsecured Claims as soon as practicable. While actual disbursement dates are set at the discretion of the Trust Administrator and are subject to change, the Trust Administrator currently anticipates that it will begin to make disbursements on or before [DATE].

As a holder of one or more Allowed General Unsecured Claims, you are entitled to participate in the distribution in accordance with the requirements of the AAT Agreement, provided that you timely comply with the instructions below. It is currently anticipated that you will receive (i) cash, and (ii) units in the AAT (representing contingent beneficial interests in the AAT), each as set forth in the attached Schedule 1. Your ownership of units in the AAT may entitle you to an additional future distribution from the AAT, if there is any such future distribution. Please note that the AAT has not yet determined whether, and in what amounts, an additional distribution on account of the units will be made.

In order to ensure that you are eligible for the distribution, you must provide all of the information and documentation requested in this letter so it is received by the Trust Administrator by [DATE]. If you do not provide the information and documentation requested in this letter within the timeframe provided, you will be removed as a beneficiary and your pro rata share redistributed to other claim holders.

Steps you must take to receive a distribution:

Step 1

Listed on the accompanying Schedule 1 is your name and address as it appears on the records of the AAT.

In order to receive a distribution, please confirm the accuracy of your name and address set forth on Schedule 1. If you have any changes to your name and address as it appears on Schedule 1, you must send a notarized letter to the Trust Administrator at the address set forth below reflecting the changes; absent a notarized letter, the Trust Administrator cannot make any changes to the information set forth on Schedule 1.

Step 2

If claimant is a U.S. person, complete the attached Form W-9 Request for Taxpayer Identification Number and Certification (including your social security number or other taxpayer identification number).

If claimant is not a U.S. person, instead please complete the attached Form W-8BEN Certificate of Foreign Status of Beneficial Owner for United States Tax Withholding (or other applicable Form W-8).

Step 3

Send the fully completed Form W-9 or Form W-8BEN, and a notarized letter with any corrections to the name and address listed on Schedule 1, to the Trust Administrator via email to MLCAAT@wilmingtontrust.com or by mail to the address listed below.

The burden is on you to make sure that the information you have sent is complete and legible. If the Trust Administrator in its discretion determines that it is not, you will not be eligible for distributions. The information you provide, including your social security or taxpayer identification number, will be held on a confidential basis.

The payments of cash as set forth herein will be mailed to you directly by check at the address indicated in the records of the Trust Administrator.

IMPORTANT NOTE: Please ensure your Claimant Identification Number (referenced on the attached Schedule 1) is included on ALL of your communications with the Trust Administrator. The Trust Administrator will reject any paperwork that does not contain the Claimant Identification Number, making you ineligible for distributions.

Receipt of your distribution may have tax consequences for you, and you are encouraged to consult with your tax advisor.

Please be advised that if you do not take the actions required by this letter and any further instructions provided by the Trust Administrator, you will forfeit your interests in any distributions pursuant to the Plan to which you would otherwise be entitled.

If you have any questions about your distribution, or for more information, please visit the information posted to the following website: <https://www.mlcguctrust.com>. You may also contact the Trust Administrator by calling (866) 521-0079 or in writing at:

 Motors Liquidation Company Avoidance Action Trust
 c/o Wilmington Trust Company, as Trust Administrator
 Rodney Square North
 1100 North Market Street
 Wilmington, Delaware 19890-1615

Sincerely,

WILMINGTON TRUST COMPANY,
solely in its capacity as Trust Administrator

SCHEDULE 1

Claimant Identification Number **[INSERT NUMBER]**
Name **[INSERT NAME]**
Allowed General Unsecured Claim **[INSERT AMOUNT]**

Distribution	Cash
<i>Pro rata</i> distribution of the proceeds of the Term Loan Avoidance Action	\$[]